#### CROSIER RAYMOND T

Form 4 March 04, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CROSIER RAYMOND T Issuer Symbol ONLINE RESOURCES CORP (Check all applicable) [ORCC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_ Other (specify (Month/Day/Year) below) 4795 MEADOW WOOD 02/29/2008 President & COO LANE, SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHANTILLY, VA 20151

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2008	03/01/2008	M	7,291	A	\$ 0	101,287	D	
Common Stock	03/01/2008	03/01/2008	F	2,371	D	\$ 10.24	98,916	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. NumborDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amot Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Restricted Stock Unit	\$ 0	02/29/2008	02/29/2008	A	2,930		01/01/2009(1)	(2)	Common Stock	2,
Restricted Stock Unit	\$ 0	02/29/2008	02/29/2008	A	8,790		03/01/2011	(2)	Common Stock	8,
Stock Options	\$ 10.24	02/29/2008	02/29/2008	A	5,908		01/01/2009(1)	02/28/2015	Common Stock	5,
Restricted Stock Unit	\$ 0	03/01/2008	03/01/2008	M		7,291 (3)	(2)	(2)	Common Stock	7,
Restricted Stock Unit	\$ 0	03/01/2008	03/01/2008	E(4)		5,575	(2)	(5)	Common Stock	5,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

CROSIER RAYMOND T 4795 MEADOW WOOD LANE SUITE 300 CHANTILLY, VA 20151

President & COO

#### **Signatures**

Raymond
Crosier

\*\*Signature of Reporting Person

Cos/04/2008

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vests ratably over a three year period beginning 1/1/2009.
- (2) Not Applicable
- (3) 7,291 RSUs vested, 2,371 were withheld to cover income taxes, net shares were 4,920.

Reporting Owners 2

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- (4) RSUs were cancelled.
- (5) Not Applicable

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